

**Attachment I FCC Form 315 filed March 2, 1989 on behalf
of West Coast United Broadcasting, Co.,
licensee of station KWWB (TV),
San Francisco, CA**

SCHNADER, HARRISON, SEGAL & LEWIS

ATTORNEYS AT LAW

SUITE 3600
1600 MARKET STREET
PHILADELPHIA, PENNSYLVANIA 19103
215-751-2000

SUITE 1000
1111 NINETEENTH STREET, NW
WASHINGTON, D. C. 20036

202-463-2900
TELECOPIER 202-775-8741
TELEX 90-4290
CABLE DEJURIBUS WSH

SUITE 1400
330 MADISON AVENUE
NEW YORK, NEW YORK 10017
212-973-8000

SUITE 1300
240 NORTH THIRD STREET
HARRISBURG, PENNSYLVANIA 17101
717-231-4000

DIRECT DIAL NUMBER

(202) 463-2946

March 2, 1989

BY HAND

Donna R. Searcy
Secretary
Federal Communications Commission
Room L-18
1919 M Street, N.W.
Washington, D.C. 20554

RECEIVED

Re: KWBB(TV), San Francisco, California
West Coast United Broadcasting Co.
Application for Consent to Transfer of Control

MAR 02 1989

NOTED 3-3-89

FCC

Dear Ms. Searcy:

Transmitted herewith, on behalf of West Coast United Broadcasting Co., licensee of KWBB(TV), San Francisco, California, on FCC Form 315, is an original and two copies of an Application for Consent to Transfer of Control of the Company. Included pursuant to Section I, Part II, Question 2 are updated ownership reports for the Company on FCC Forms 323. Also enclosed is a check in the amount of \$500 in payment of the applicable filing fee.

Should any questions arise concerning this matter, please contact the undersigned.

Sincerely,



William J. Andrie, Jr.

For SCHNADER, HARRISON, SEGAL & LEWIS

Enclosures

REC'D MASS MED BUR

MAR 6 1989

RECEIVED SERVICES
READING EXHIBIT 46
ATTACHMENT I
PAGE 11

WEST COAST UNITED BROADCASTING, INC.

45 FRANKLIN ST., SUITE 205 415-558-8268
SAN FRANCISCO, CA 94102

155

February 24, 1989

11-35
1210

RECEIVED

PAY
TO THE
ORDER OF Federal Communications Commission

\$ 500.00

Five hundred & no/100

MAR 02 1989

DOLLARS

Bank of America
Market-Van Ness Branch 0299
P.O. Box 37001
San Francisco, CA 94137

NOI13ES 33J
33J

FOR

John T. Anderson

⑈000155⑈ ⑆121000358⑆ 02994⑈03025⑈

COMMISSION USE ONLY

File No.

United States of America
Federal Communications Commission
Washington, D.C. 20554

Approved by OMIS
3060-0032
Expires 6/30/89

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF CORPORATION HOLDING BROADCAST
STATION CONSTRUCTION PERMIT OR LICENSE**

(Carefully read Instructions before filling out Form — RETURN ONLY FORM TO FCC)

GENERAL INFORMATION

Section I

Part I — Transferor

1. Name of Transferor

West Coast United Broadcasting Co.

Street Address

City

15 Franklin Street | San Francisco

State

Zip Code

Telephone No.

(include area code) (415) 558-8268

CA

94102

2. Authorization held by corporation whose control is to be transferred

a. Call Letters

Location

KWBB (TV)

San Francisco, California

b. Has the station commenced its initial program tests within the past twelve months?

☐ YES ☒ NO

If yes, was the initial construction permit granted after comparative hearing?

☐ YES ☐ NO

If yes, attach as Exhibit No. the showing required by Section 73.3597.

Call letters of any Remote Pickup, STL, SCA, or other stations held by corporation whose control is to be transferred:

WLL-527, Kensington, California - TV Relay

4. Attach as Exhibit No. I a copy of the contract or agreement for transfer of control of the licensee. If there is only an oral agreement, reduce the terms to writing and attach.

5. Attach as Exhibit No. I a full narrative statement as to the means by which transferor has control over the licensee and the manner by which control over licensee is being transferred.

6. Stock holdings of transferor in licensee:

NAME OF TRANSFEROR	INTEREST HELD		LICENSEE'S TOTAL SHARES OUTSTANDING	
	BEFORE TRANSFER Shares %	AFTER TRANSFER Shares %	BEFORE TRANSFER	AFTER TRANSFER
See Exhibit II.				

READING EXHIBIT 46
ATTACHMENT I

GENERAL INFORMATION

Part I

7. State in Exhibit No. III whether the transferor, or any partner, officer, director, members of the transferor's governing board, or any stockholder owning 10% or more of the transferor's stock: (a) have any interest in or connection with an AM, FM or television broadcast station; or an application pending before the FCC; or (b) has had any interest in or connection with any dismissed and/or denied application; or any FCC license which has been revoked.

The Exhibit should include the following information: (i) name of party with such interest; (ii) nature of interest or connection; (iii) call letters or file number of application, or docket number; (iv) location.

8. Since the filing of the transferor's last renewal application for the station affected by this transfer, or other major application, has an adverse finding been made, a consent decree been entered or adverse final action been approved by any court or administrative body with respect to transferor, or any partner, officer, director, member of the transferor's governing board or any stockholder owning 10% or more of transferor's stock, concerning any civil or criminal suit, action or proceeding brought under the provisions of any federal, state, territorial or local law relating to the following: any felony, lotteries, unlawful restraints or monopolies; unlawful combinations; contracts or agreements in restraint of trade; the use of unfair methods of competition; fraud; unfair labor practices; or discrimination?

☐ YES ☒ NO

If Yes, attach as Exhibit No. _____ a full description, including identification of the court or administrative body, proceeding by file number, the person and matters involved, and the disposition of litigation.

Part II

1. Name of Licensee

West Coast United Broadcasting Co.

Street Address

City

45 Franklin Street San Francisco

State

Zip Code

Telephone No.

(Include area code) (415) 558-8268

CA

94102

YES NO

2. Is the information shown in licensee's Ownership Reports now on file with the Commission (FCC Form 323 or 323-E) true and correct as of this date?

☐☒

If the answer is No, attach as Exhibit No. IV an Ownership Report supplying full and up-to-date information.

3. Will the licensee sell any stock or other security not set forth in Section I, Part I herein?

☐☒

If, Yes, explain in Exhibit No. _____.

4. State in Exhibit No. III whether the licensee, or any officer, director, member of the licensee's governing board, or any stockholder owning 10% or more of the licensee's stock (other than as set forth in Question 7, Section I, Part I): (a) have any interest in or connection with an AM, FM or television broadcast station; or an application pending before the FCC; or (b) has had any interest in or connection with any dismissed and/or denied application; or any FCC license which has been revoked.

The Exhibit should include the following information: (i) name of party with such interest; (ii) nature of interest or connection, giving dates; (iii) call letters or file number of application, or docket number; (iv) location.

Since the filing of the licensee's last renewal application for the station affected by this transfer, or other major application, has an adverse finding been made, a consent decree been entered or adverse final action been approved by any court or administrative body with respect to the licensee, or any officer, director, member of the licensee's governing board, or any stockholder owning 10% or more of the licensee's stock, concerning any civil or criminal suit, action or proceeding brought under the provisions of any federal, state, territorial or local law relating to the following: any felony; lotteries; unlawful restraints or monopolies; unlawful combinations; contracts or agreements in restraints of trade; the use of unfair methods of competition; fraud; unfair labor practices; or discrimination?

☐☒

If Yes, attach as Exhibit No. _____ a full description, including identification of the court or administrative body, proceeding by the file number, the person and matters involved, and the disposition of litigation.

GENERAL INFORMATION

1. Name of Transferee

Street Address

City

State

Zip Code

Telephone No.

(Include area code) (206) 825-4950

W A

19.8.0.2.2 | | |

- YES NO**



TRANSFEREE'S LEGAL QUALIFICATIONS

- 1. Applicant is:**

☒ an individual

☐ a general partnership

☐ a limited partnership☐ a corporation☐ other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. _____ the nature of the applicant.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

- YES NO**

If Yes, provide particulars as Exhibit No. _____.

TRANSFeree'S LEGAL QUALIFICATIONS

- | | YES | NO |
|---|--------------------------|-------------------------------------|
| 4. (a) Has an adverse finding been made, adverse final action taken or consent decree approved by any court or administrative body as to the applicant or any party to the application in any civil or criminal proceeding brought under the provisions of any law related to the following: any felony, antitrust, unfair competition, fraud, unfair labor practices, or discrimination? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in 4 (a)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If the answer to (a) or (b) above is Yes, attach as Exhibit No. _____, a full disclosure concerning the persons and matters involved, identifying the court or administrative body and the proceeding (by dates and file numbers), stating the facts upon which the proceeding was based or the nature of the offense committed, and disposition or current status, of the matter. Information called for by this question which is already on file with the Commission need not be refiled provided: (1) the information is now on file in another application or FCC form filed by or on behalf of transferee; (2) the information is identified fully by reference to the file number (if any); the FCC form number and the filing date of the application or other form containing the information and the page or paragraph referred to; and (3) after making the reference, the transferee states, "No change since date of filing."

TRANSFeree'S LEGAL QUALIFICATIONS

TABLE I PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the transferee. Additionally, Table I should be completed, where appropriate, for those partners, stockholders, officers and/or directors of the licensee who are not associated with the transferee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d), state as to each general or limited partner (including silent partners): (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or owner interest, except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. Section 80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more.

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)
		YES	NO	
(a)	(b)	(c)		(d)
See Exhibit II.				

TRANSFeree'S LEGAL QUALIFICATIONS

YES NO

5. (b) Does the applicant or any party to this application, own or have any interest in a daily newspaper or cable television system? ☐ YES ☒ NO

(c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? ☐ YES ☒ NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. _____, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

(a) an AM, FM or TV broadcast station? ☒ YES ☐ NO

(b) a broadcast application pending before the FCC? ☒ YES ☐ NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

(a) an application which has been dismissed with prejudice by the Commission? ☒ YES ☐ NO

(b) an application which has been denied by the Commission? ☒ YES ☐ NO

(c) a broadcast station, the license which has been revoked? ☐ YES ☒ NO

(d) an application in any Commission proceeding which left unresolved character issues against the applicant? ☐ YES ☒ NO

(e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. III, the following information: ☐ YES ☐ NO

(i) Name of party having such interest;

(ii) Nature of interest or connection, giving dates;

(iii) Call letters of stations or file number of application, or docket number;

(iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? ☒ YES ☐ NO

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? ☐ YES ☒ NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. III, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

TRANSFEREE'S LEGAL QUALIFICATIONS

OWNERSHIP AND CONTROL

9. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

☒ ☐

If Yes, provide particulars as Exhibit No. I.

10. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission (pursuant to 47 U.S.C. 310(d)) will be obtained?

☒ ☐

If No, attach as Exhibit No. _____ a full explanation.

Section III

TRANSFEREE'S FINANCIAL QUALIFICATIONS

1. The applicant certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the facilities for three months.
2. The applicant certifies that: (a) it has a reasonable assurance of a present firm intention for each agreement to furnish capital or purchase capital stock by parties to the application, each loan by banks, financial institutions or others, and each purchase of equipment on credit; (b) it can and will meet all contractual requirements as to collateral, guarantees, and capital investment; (c) it has determined that all such sources (excluding banks, financial institutions and equipment manufacturers) have sufficient net liquid assets to meet these commitments.

☒ ☐☒ ☐

SECTION IV

TRANSFEREE'S PROGRAM SERVICE STATEMENT

FOR AM AND FM APPLICANTS

1. Attach as Exhibit No. _____ a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

N/A -- See Exhibit V.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.
 - A. State in Exhibit No. _____ the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
 - B. Describe in Exhibit No. _____ the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
 - C. List in Exhibit No. _____ typical and illustrative programs or program series (*excluding Entertainment and News*) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (*see definitions in instructions*). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	_____	_____	_____
PUBLIC AFFAIRS	_____	_____	_____
ALL OTHER PROGRAMS (<i>Exclusive of Sports and Entertainment</i>)	_____	_____	_____
TOTAL LOCAL PROGRAMMING	_____	_____	_____

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: _____
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (5 p.m. to 10 p.m. Central and Mountain Times): _____
 - (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: _____
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Questions 4 and 5 above to be exceeded.

SECTION V

TRANSFeree'S EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

YES NO

1. Does the applicant propose to employ five or more fulltime employees?

☐ ☒

If the answer is Yes, the applicant must include an EEO program called for in the Model EEO Program. (FCC Form 398-A).

SECTION VI

Part I — TRANSFEROR

TRANSFEROR'S CERTIFICATION

The TRANSFEROR acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFEROR represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFEROR has a continuing obligation to advise the Commission, through amendments, of any substantial and significant change in the information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT
U.S. CODE, TITLE 18, Section 1001

I certify that the transferor's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 23rd day of February, 1989

West Coast United Broadcasting Co.

Name of Transferor.


Signature

Secretary

Title

SECTION VI

Part II — Licensee

LICENSEE'S CERTIFICATION

1. Has or will the licensee comply with the public notice requirement of Section 73.3580 of the Rules?

☒ YES ☐ NO

The LICENSEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The LICENSEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The LICENSEE represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the LICENSEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.**

I certify that the licensee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 23rd day of February, 1989

West Coast United Broadcasting Co.

Name of Licensee

Hymanette Ellbertson

Signature

Secretary

Title

SECTION VI

Part III — Transferee

TRANSFEEE'S CERTIFICATION

The TRANSFEEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The TRANSFEEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFEEE represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFEEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18 Section 1001.**

I certify that the transferee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 23rd day of February, 1989

Lynnette Ellertson

Name of Transferee

Lynnette Ellertson

Signature

N/A

Title

West Coast United Broad-
casting Co.
Application for Consent
to Transfer of Control
FCC Form 315

EXHIBIT I

West Coast United Broadcasting Co. ("West Coast") re-
quests Commission consent to and approval of the following trans-
actions and the ownership structure resulting therefrom:

(1) Pursuant to stock preemption rights under
Washington State law, shares of common stock will be issued to
certain shareholders, surrendered and redeemed for newly issued
Class A Preferred stock of West Coast, including issuance of
additional shares of preferred stock from West Coast to
Lynnette Ellertson.

(2) Pursuant to the corporate resolution of West
Coast (copy attached as Attachment A), the holders of preferred
stock of West Coast will be permitted to exercise the voting
rights of that class of stock, which give preferred
shareholders the right to elect one director of West Coast so
long as dividends are current (and the right to elect one
additional director if at any time two dividend payments are
accrued and owing).

(3) Pursuant to a letter agreement between Huntly
Gordon and Carson Chen (copy attached as Attachment B), 750
shares of common stock of West Coast will be transferred on

March 31, 1989 from Huntly Gordon to Ojen Partners II, L.P., a California limited partnership of which Carson Chen is a general partner. All voting rights of said stock will be held, pending FCC consent, by Warren Chinn, a shareholder previously passed upon by the Commission, pursuant to a written assignment of voting rights by Ojen Partners II, L.P. (copy attached as Attachment C).

A majority of the voting control (50.000416%) of the company is held through ownership of common stock by the following individuals who were previously passed upon by the Commission with the Commission's grant of the initial construction permit for the station: Warren Chinn, David A. Dall, Charles H. Davies, Steven Yee Eng, Huntly Gordon, and Bart Sokolow. Each of the transactions proposed above would result in these previously passed-upon shareholders having less than majority control of West Coast. Accordingly, consent to the transactions and the resulting ownership structure is requested by the instant "long form" application on FCC Form 315.



45 Franklin Street, Suite 205
San Francisco, CA 94102
(415) 558-8268

CERTIFICATION

I HEREBY CERTIFY that I am a duly elected and qualified secretary of West Coast United Broadcasting Co., that the following is a true and correct copy of a Resolution duly adopted at a meeting of the Board of Directors thereof held in accordance with its By-Laws on the 28th day of February, 1989 and that the same is now in full force.

Lynnette Ellertson
Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

THIS IS TO CERTIFY that on the 28th day of February, 1989, before me personally appeared Lynnette Ellertson, to me known to be the Secretary of West Coast United Broadcasting Co. and acknowledged to me that he/she executed the foregoing instrument for and on behalf of West Coast United Broadcasting, and is authorized to so execute; and that he/she knows the contents thereof and that the same was the free and voluntary act of said corporation, by him/her performed.

IN WITNESS WHEREOF, my hand and official seal the day and year in the certificate first above written.

[Signature]
NOTARY PUBLIC in and for the
State of Washington residing
at Puyallup

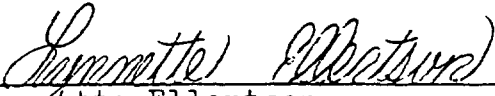


45 Franklin Street, Suite 205
San Francisco, CA 94102
(415) 558-8268

RESOLUTION OF THE BOARD OF DIRECTORS
OF WEST COAST UNITED BROADCASTING CO.

RESOLVED, that the right of the holders of record of the outstanding shares of Series A Preferred Stock, voting cumulatively, to elect, as a class, one or more members to the Board of Directors of West Coast United Broadcasting Co. as contained in the Designation of Rights and Preferences of Series A Preferred Stock of West Coast United Broadcasting Co. filed with the Secretary of State for the State of Washington on November 14, 1988 shall not be effective and no meeting shall be held by the holders of record of Series A Preferred Stock for the purpose of electing one or more members to the Board of Directors until the consent of the Federal Communications Commission to the exercise of such rights is obtained.

The above resolution was passed unanimously by the Board of Directors of West Coast United Broadcasting Co. at a special meeting of the Board held February 28, 1989.



Lynnette Ellertson
Corporate Secretary

Mr. Huntly Gordon
355 Buena Vista Avenue East #301w
San Francisco, CA 94117

27 Jan'88

Dear Huntly,

As we had discussed yesterday, I would like to extend you an offer to purchase your sole interest in 750 shares of WCUB, KWBB Channel 38, stocks.

The terms of the sale are as follows:

1. The purchase price is \$125.00 per share for a total purchase price of $750 \times \$125.00 = \$93,750.00$.
2. Escrow may be opened at the agent of the seller's choice.
3. Upon the signing of this agreement the buyer, Carson Chen, will place into escrow a non-refundable \$10,000.00 earnest money deposit toward the purchase of 750 WCUB, KWBB Channel 38 stocks. At the same time, the seller, Huntly Gordon, will place into escrow 750 shares of WCUB, KWBB Channel 38 stock certificates.
4. Escrow will close on ~~Monday, 3 April '89~~ Friday, 31 March '89.
5. Should the buyer fail to pay the balance of \$83,750.00 at the close of escrow, the buyer will forfeit his \$10,000.00 deposit.
6. This offer expires 3 Feb '89, 12 Noon.

Sincerely,


Carson Chen

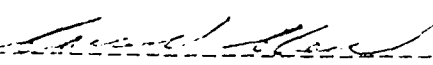
Buyer



Date

2 Feb 89

Seller



Date

29 Jan '89

ASSIGNMENT OF VOTING RIGHTS

Pursuant to that certain letter agreement executed by Carson Chen on January 29, 1989 and by Huntly Gordon on February 2, 1989 (the "Letter Agreement"), Ojen Partners LP, a California limited partnership by and through its general partner, Carson Chen, has agreed to purchase from Huntly Gordon seven hundred fifty (750) shares (the "Shares") of the common stock of West Coast United Broadcasting Co., a Washington corporation ("WCUB"). Pursuant to the terms of the Letter Agreement, the purchase and sale of the Shares is to close and the Shares are to transfer from Huntly Gordon to Ojen Partners LP on Friday, March 31, 1989.

Ojen Partners LP shall and hereby does transfer and assign to Warren Chinn all voting rights associated with the Shares with such assignment to become effective upon closing of the transfer of the Shares from Huntly Gordon to Ojen Partners LP and to remain in effect until the consent of the Federal Communication Commission to the transfer of the shares to Ojen Partners LP is obtained.

DATED this 28th day of February, 1989.

OJEN PARTNERS LP II *Per*

By *Carson Chen*
Carson Chen
Its General Partner

A\65

West Coast United Broad-
casting Co.
Application for Consent
to Transfer of Control
FCC Form 315

EXHIBIT II

STOCK OWNERSHIP

Interest Held (Shares/% of Class of Stock*)

	<u>BEFORE TRANSFER</u>		<u>AFTER TRANSFER</u>		Officer/ Board of Directors
	Common	Preferred**	Common	Preferred**	
Ernest A. Burgess c/o Bateman, Eichler, Hill, Richards, Inc. One Union Square Bldg. 600 University Street Suite 2010 Seattle, WA 98101	332/1%		332/1%		
Leo Chen 75 Robin Hood Drive San Francisco, CA 94127	2000/8%		2000/8%	50/10%	President, Director
Carson Chen 708 Somerset Lane Foster City, CA 94404					Vice President, Treasurer
Allen Chinn 16 S. Monroe Seattle, WA 98118	2000/8%		2000/8%	50/10%	Chairman of the Board, Director
Gene Coles 4451 W. Mercer Way Mercer Island, WA 98040	1500/6%	150/75%	1500/6%	150/29%	

West Coast United Broad-
casting Co.
Application for Consent
to Transfer of Control
FCC Form 315
Page Two

EXHIBIT II, (cont'd)

	<u>BEFORE TRANSFER</u>		<u>AFTER TRANSFER</u>		Officer/ Board of Directors
	Common	Preferred**	Common	Preferred**	
David A. Dall 2304 Washington Street San Francisco, CA 94115	1500/6%		1500/6%	37.5/7%	Vice President
Charles H. Davies 1300 Boren Avenue, #506 Seattle, WA 98101	1000/4%		1000/4%		Vice President
Lynnette Ellertson 22720 S. E. 410th Street Enumclaw, WA 98022	1250/5%		1250/5%	31.25/6%	Secretary
Steven Yee Eng 31263 27th Street, S.W. Federal Way, WA 98023	2000/8%		2000/8%	50/10%	
Bruce L. Fallick 228 Waverly Way Kirkland, WA 98033	500/2%		500/2%		
Huntly Gordon 45 Franklin Street Suite 205 San Francisco, CA 94102	4251/18%		3501/15%		

West Coast United Broad-
casting Co.
Application for Consent
to Transfer of Control
FCC Form 315
Page Three

EXHIBIT II, (cont'd)

	<u>BEFORE TRANSFER</u>		<u>AFTER TRANSFER</u>		Officer/ Board of Directors
	Common	Preferred**	Common	Preferred**	
Theodore Pappas 1600 IBM Building Seattle, WA 98101		50/25%		50/10%	
Micheal L. Parker 22720 S.E. 410th Street Enumclaw, WA 98022					Vice President, Director
Christopher Hirose 145 9th Street San Francisco, CA 94103	2000/8%		2000/8%	50/10%	Vice President, Director
Ojen Partners, L.P. c/o Carson Chen 708 Somerset Lane Foster City, CA 94404	2250/9%		2250/9%	56.25/11%	
Ojen Partners II, L.P. c/o Carson Chen 708 Somerset Lane Foster City, CA 94404			750/3%		
Bart Skolow 5354 Aldes Avenue Encino, CA 91316	1250/5%		1250/5%		